

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-----------------------------------|---|--------------------------------------|
| In re: |) | Chapter 11 |
| |) | Case No. 01-01139 (JKF) |
| W.R. GRACE & CO., <u>et al.</u> , |) | (Jointly Administered) |
| |) | |
| Debtors. |) | Objection Deadline: 11/30/2012 |
| |) | Hearing Date: 12/17/2012 @ 9:00 a.m. |

COVER SHEET

**THIRTY-THIRD QUARTERLY APPLICATION OF PHILLIPS,
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T.
AUSTERN, PI FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE
PERIOD OF APRIL 1, 2012 THROUGH JUNE 30, 2012**

Name of Applicant: Phillips, Goldman & Spence, P.A. ("PG&S")

Authorized to Provide Professional
Services to: David T. Austern, PI Future Claimants' Representative
(the "FCR")

Date of Retention PG&S Retention Order entered September 27, 2004
Nunc Pro Tunc to May 24, 2004

Period for which Compensation is
Sought: April 1, 2012 through June 30, 2012

Amount of Compensation (100%) sought
as actual, reasonable, and necessary: \$10,808.00

Amount of Expense Reimbursement
sought as actual, reasonable, and necessary: \$1,891.30

Total Requested: \$12,699.30

This is an: X interim X quarterly monthly final application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

Objection Deadline: 11/30/2012

Hearing Date: 12/17/2012 @ 9:00 a.m.

**SUMMARY FOR THE
THIRTY-THIRD QUARTERLY APPLICATION OF PHILLIPS,
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T.
AUSTERN, PI FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE
PERIOD OF APRIL 1, 2012 THROUGH JUNE 30, 2012**

PREVIOUS APPLICATIONS FILED

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|--|-------------------------|--------------------------------|--------------------------------|--------------------------------------|-------------------------------|----------------|
| 1 st Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549 | \$5,034.50 | \$0.00 | Filed 10.27.04 Dkt No. 6751 | \$4,027.60 | \$1,006.90 | \$4,027.60 |
| 1 st Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752 | \$5,034.50 | \$0.00 | Filed 11.19.04 Dkt No. 6696 | N/A | \$1,006.90 | 1,006.90 |
| 2 nd Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550 | \$2,619.00 | \$852.87 | Filed 11.11.04 Dkt No. 6883 | \$2,095.20 | \$523.80 | \$2,948.07 |
| 3 rd Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569 | \$3,110.00 | \$450.36 | Filed 11.11.04 Dkt No. 6884 | \$2,488.00 | \$622.00 | \$2,938.36 |
| 4 th Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783 | \$5,034.50 | \$419.64 | Filed 11.19.04 Dkt No. 6997 | \$4,107.20 | \$1,026.80 | \$4,526.84 |

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|---|----------------------|--------------------------|--------------------------------|--------------------------------|-------------------------|-------------|
| 2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940 | \$10,863.00 | \$1,722.87 | Filed 3.9.05 Dkt No. 7997 | N/A | \$2,187.60 | \$2,187.60 |
| 5 th Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041 | \$6,273.00 | \$582.11 | Filed 12.21.04 Dkt No. 7278 | \$5,018.40 | \$1,254.60 | \$5,600.51 |
| 6 th Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370 | \$7,128.00 | \$249.55 | Filed 1.28.05 Dkt No. 7643 | \$5,702.40 | \$1,425.60 | \$5,951.95 |
| 7 th Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644 | \$7,245.00 | \$186.54 | Filed 2.28.05 Dkt No. 7917 | \$5,796.00 | \$1,449.00 | \$5,982.54 |
| 3 rd Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783 | \$20,646.00 | \$1,018.20 | Filed 6.14.05 Dkt No. 8613 | N/A | \$4,129.20 | \$4,129.20 |
| 8 th Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918 | \$9,247.00 | \$2,039.47 | Filed 3.29.05 Dkt No. 8135 | \$7,397.60 | \$1,850.00 | \$9,437.07 |
| 9 th Monthly Application 2.2.05-2.28.05 Filed 4.8.05 Dkt No. 8191 | \$3,373.00 | \$164.44 | Filed 4.26.05 Dkt No. 8284 | \$2,862.84 | \$674.60 | \$2,862.84 |
| 10 th Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285 | \$4,127.50 | \$461.38 | Filed 6.6.05 Dkt No. 8553 | \$3,763.38 | 825.00 | \$3,763.38 |
| 4 th Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303 | \$16,747.50 | \$2,665.29 | Filed 9.14.05 Dkt No. 9418 | N/A | \$3349.49 | \$3349.49 |
| 11 th Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554 | \$4,910.00 | \$195.51 | Filed 7.26.05 Dkt No. 9094 | \$3,928.00 | \$982.00 | \$4,123.51 |
| 12 th Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686 | \$3,596.00 | \$309.93 | Filed 7.20.05 Dkt No. 9029 | \$2,876.80 | \$719.20 | \$3,186.73 |

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| 13 th Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095 | \$5,395.00 | 1,093.35 | Filed 8.31.05 Dkt No. 9288 | \$4,316.00 | \$1,079.00 | 5,409.35 |
| 5 th Quarterly Application Filed 7.27.05 Dkt No. 9096 | \$13,901.00 | \$1,598.79 | Filed 12.5.05 Dkt No. 11250 | N/A | \$2,780.20 | \$2,780.20 |
| 14 th Monthly Application Filed 1.3.06 Dkt No. 11474 | \$13,174.50 | \$212.31 | Filed 1.30.06 Dkt No. 11643 | \$10,539.60 | \$2,634.90 | \$10,751.91 |
| 15 th Monthly Application Filed 1.3.06 Dkt No. 11475 | \$6,226.00 | \$113.00 | Filed 1.30.06 Dkt No. 11644 | \$4,980.80 | \$1,245.20 | \$5,093.80 |
| 16 th Monthly Application Filed 1.3.06 Dkt No. 11476 | \$6,258.00 | \$95.26 | Filed 1.30.06 Dkt No. 11645 | \$5,006.4 | \$1,251.60 | \$5,101.66 |
| 6 th Quarterly Application Filed 1.3.06 Dkt No. 11477 | \$25,658.50 | \$420.57 | Filed 3.21.06 Dkt No. 12097 | N/A | \$5,131.70 | \$5,131.70 |
| 17 th Monthly Application Filed 1.3.06 Dkt No. 11478 | \$10,201.00 | \$9.11 | Filed 1.30.06 Dkt No. 11646 | \$8,160.80 | \$2,040.20 | \$8,169.91 |
| 18 th Monthly Application Filed 1.3.06 Dkt No. 11479 | \$5,406.50 | \$10.88 | Filed 1.30.06 Dkt No. 11647 | \$4,325.20 | \$1,302.90 | \$4,336.08 |
| 19 th Monthly Application Filed 2.6.06 Dkt No. 11722 | \$7,533.00 | \$133.39 | Filed 3.1.06 Dkt No. 11918 | \$6,026.40 | \$1,506.60 | \$6,159.79 |
| 7 th Quarterly Application Filed 2.10.06 Dkt No. 11746 | \$23,140.50 | \$153.38 | Filed 3.21.06 Dkt No. 12098 | N/A | \$4,849.70 | \$4,849.70 |
| 20 th Monthly Application Filed 2.27.06 Dkt No. 11910 | \$8,479.50 | \$371.71 | Filed 4.28.06 Dkt No. 12332 | \$6,783.60 | \$1,695.90 | \$7,155.31 |
| 21 st Monthly Application Filed 3.23.06 Dkt No. 12109 | \$6,008.50 | \$469.08 | Filed 4.28.06 Dkt No. 12333 | \$4,806.80 | \$1,201.70 | \$5,275.88 |
| 22 nd Monthly Application Filed 4/28/06 Dkt No. 12334 | \$5,694.00 | \$580.22 | Filed 12555 Dkt No. 5/31/06 | \$4,555.20 | \$1,138.80 | \$5,135.42 |
| 8 th Quarterly Application Filed 5/31/06 Dkt No. 12556 | \$20,182.00 | \$1,421.01 | Filed 9/11/06 Dkt No. 13188 | N/A | \$4,036.40 | 4,036.40 |

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| 23 rd Monthly Application Filed 8.23.06 Dkt No. 13042 | \$5,289.50 | \$1,080.15 | Filed 9/20/06 Dkt No. 13270 | \$4,231.60 | \$1,057.90 | \$5,311.75 |
| 24 th Monthly Application Filed 8.23.06 Dkt No. 13043 | \$4,235.00 | \$2,740.09 | Filed 9/20/06 Dkt No. 13271 | \$3,338.00 | \$847.00 | \$6,128.09 |
| 25 th Monthly Application Filed 8.23.06 Dkt No. 13044 | \$3,753.50 | \$564.12 | Filed 9/20/06 Dkt No. 13272 | \$3,002.80 | \$750.70 | \$3,566.92 |
| 9 th Quarterly Application Filed 8.29.06 Dkt No. 13078 | \$13,278.00 | \$4,384.36 | Filed 12.7.06 Dkt No. 13941 | N/A | \$2,655.60 | \$2,655.60 |
| 26 th Monthly Application Filed 8/29/06 Dkt No. 13079 | \$7,094.50 | \$62.04 | Filed 9.20.06 Dkt No. 13273 | \$5,675.60 | \$1,418.90 | \$5,737.64 |
| 27 th Monthly Application Filed 10.2.06 Dkt No. 13333 | \$11,850.50 | \$270.91 | Filed 10.30.06 Dkt No. 13517 | \$9,480.40 | \$2,370.10 | \$9,751.31 |
| 28 th Monthly Application Filed 10.30.06 Dkt No. 13518 | \$11,649.00 | \$1,264.75 | Filed 11.27.06 Dkt No. 13786 | \$9,319.20 | \$2,329.80 | \$10,583.95 |
| 10 th Quarterly Application Filed 11.9.06 Dkt No. 13611 | \$30,594.00 | \$1,597.70 | Filed 12.7.06 Dkt No. 13942 | N/A | \$6,118.80 | \$6,118.80 |
| 29 th Monthly Application Filed 11.27.06 Dkt No. 13787 | \$7,261.00 | \$358.99 | Filed 12.20.06 Dkt No. 14081 | \$5,808.80 | \$1,452.20 | 6,167.79 |
| 30 th Monthly Application Filed 12.20.06 Dkt No. 14082 | \$8,944.50 | \$97.57 | Filed 1.30.07 Dkt No. 14424 | \$7,155.60 | \$1788.90 | \$7,253.17 |
| 31 st Monthly Application Filed 2.5.07 Dkt No. 14485 | \$17,130.50 | \$857.47 | Filed 3.5.07 Dkt No. 14747 | \$13,704.40 | \$3,426.10 | \$14,561.87 |
| 11 th Quarterly Application Filed 2.7.07 Dkt No. 14511 | \$33,336.00 | \$1,314.03 | Filed 16017 Dkt. No. 6.12.07 | N/A | \$6,667.20 | \$6,667.20 |
| 32 nd Monthly Application Filed 3.14.07 Dkt No. 14859 | \$14,348.50 | \$56.44 | Filed 4.19.07 Dkt. No. 15244 | \$11,478.80 | \$2,869.70 | \$11,535.24 |
| 33 rd Monthly Application Filed 4.19.07 Dkt No. 15247 | \$8,698.00 | \$216.20 | Filed 5.10.07 Dkt. No. 15632 | \$6,958.40 | \$1,739.60 | \$7,174.60 |

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| 34 th Monthly Application Filed 4.27.07 Dkt No. 15415 | \$14,039.00 | \$755.74 | Filed 5.30.07 Dkt No. 15897 | \$11,231.20 | \$2,807.80 | \$11,986.94 |
| 12 th Quarterly Application Filed 5/10/07 Dkt No. 15631 | \$37,085.50 | \$1,028.38 | Filed 9/11/07 Dkt No. 16697 | N/A | \$7,417.10 | \$7,417.10 |
| 35 th Monthly Application Filed 5.30.07 Dkt No. 15898 | \$21,025.50 | \$747.92 | Filed 6/25/07 Dkt No. 16151 | \$16,820.40 | \$4,205.10 | \$17,568.32 |
| 36 th Monthly Application Filed 5.30.07 Dkt No. 16152 | \$16,554.00 | \$1,137.01 | Filed 9/11/07 Dkt No. 16798 | \$13,243.20 | \$3,310.80 | \$14,380.21 |
| 37 th Monthly Application Filed 11.7.07 Dkt No. 17313 | \$17,017.00 | \$742.33 | Filed 12.3.07 Dkt No. 17507 | \$13,613.60 | \$3,403.40 | \$14,355.93 |
| 13 th Quarterly Application Filed 11.8.07 Dkt No. 17315 | \$54,596.50 | \$2,627.26 | Filed 12.3.07 Dkt No. 17508 | N/A | \$10,919.30 | \$10,919.30 |
| 38 th Monthly Application Filed 11.9.07 Dkt No. 17318 | \$17,802.00 | \$99.66 | Filed 12.3.07 Dkt No. 17509 | \$14,241.60 | \$3,560.40 | \$14,341.26 |
| 39 th Monthly Application Filed 12.3.07 Dkt No. 17510 | \$9,061.00 | \$905.60 | Filed 12.27.07 Dkt No. 17711 | \$7,248.80 | \$1,812.20 | \$8,154.40 |
| 40 th Monthly Application Filed 12.3.07 Dkt No. 17511 | \$13,241.50 | \$1,202.40 | Filed 12.6.07 Dkt No. 17706 | \$10,593.20 | \$2,648.30 | \$11,795.60 |
| 14 th Quarterly Application Filed 12.3.07 Dkt No. 17512 | \$40,104.50 | 2,207.66 | Filed 3.3.08 Dkt No. 18184 | N/A | \$8020.90 | \$8,020.90 |
| 41 st Monthly Application Filed 12.3.07 Dkt No. 17513 | \$9,331.50 | \$67.00 | Filed 12.26.07 Dkt No. 17707 | \$7,465.20 | \$1,866.30 | \$7,532.20 |
| 42 nd Monthly Application Filed 12.17.07 Dkt No. 17646 | \$9,544.00 | \$1,019.68 | Filed 1.23.08 Dkt No. 17871 | \$7,635.20 | \$1908.80 | \$8,654.88 |
| 43 rd Monthly Application Filed 1.29.08 Dkt No. 19724 | \$21,040.00 | \$1,169.65 | Filed 3.3.08 Dkt No. 18183 | \$16,832.00 | \$4,208.00 | \$18,001.65 |
| 15 th Quarterly Application Filed 2.11.08 Dkt No. 18019 | \$39,915.50 | \$2,256.33 | Filed 6.9.08 Dkt No. 18886 | N/A | \$7,983.10 | \$7,983.10 |

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| 44 th Monthly Application Filed 3.14.08 Dkt No. 18292 | \$29,925.00 | \$236.90 | Filed 4.24.08 Dkt No. 18606 | \$23,940.00 | \$5,985.00 | \$24,176.90 |
| 45 th Monthly Application Filed 3.27.08 Dkt No. 18393 | \$8,083.00 | \$219.58 | Filed 4.24.08 Dkt No. 18607 | \$6,466.40 | \$1,616.60 | \$6,685.98 |
| 46 th Monthly Application Filed 4.25.08 Dkt No. 18609 | \$22,230.00 | \$1,839.62 | Filed 5.19.08 Dkt No. 18737 | \$17,784.00 | \$4,446.00 | \$19,623.62 |
| 16 th Quarterly Application Filed 5.19.08 Dkt No. 18738 | \$60,238.00 | \$2,296.10 | Filed 6.9.08 Dkt No. 18886 | N/A | \$12,047.60 | \$12,047.60 |
| 47 th Monthly Application Filed 6.10.08 Dkt No. 18904 | \$15,968.00 | \$1,087.27 | Filed 7.1.08 Dkt No. 19027 | \$12,774.40 | \$3,193.60 | \$13,861.67 |
| 48 th Monthly Application Filed 7.1.08 Dkt No. 19028 | \$7,235.00 | \$118.33 | Filed 7.28.08 Dkt No. 19167 | \$5,788.00 | \$1,447.00 | \$5,906.33 |
| 49 th Monthly Application Filed 7.31.08 Dkt No. 19207 | \$10,658.00 | \$1,093.15 | Filed 8.27.08 Dkt No. 19384 | \$8,526.40 | \$2,131.60 | \$9,619.55 |
| 17 th Quarterly Application Filed 8.5.08 Dkt No. 19235 | \$33,861.00 | \$4,594.85 | Filed 12.10.08 Dkt No. 20238 | N/A | \$6,772.20 | \$6,772.20 |
| 50 th Monthly Application Filed 8.27.08 Dkt No. 19385 | \$9,720.00 | \$826.54 | Filed 9.19.08 Dkt No. 19573 | \$7,776.00 | \$1,944.00 | \$8,602.54 |
| 51 st Monthly Application Filed 11.17.08 Dkt No. 20048 | \$6,864.00 | \$1,017.41 | Filed 12.10.08 Dkt No. 20239 | \$5,491.20 | \$1,372.8 | \$6508.61 |
| 52 nd Monthly Application Filed 11.17.08 Dkt No. 20049 | \$10,739.00 | \$822.12 | Filed 1.7.09 Dkt No. 20500 | \$8,591.20 | \$2,147.80 | \$9413.32 |
| 18 th Quarterly Application Filed 11.26.08 Dkt No. 20148 | \$27,323.00 | \$2,666.07 | Filed 3.20.09 Dkt No. 21056 | N/A | \$5,464.60 | \$5,464.60 |
| 53 rd Monthly Application Filed 12.1.08 Dkt. No. 20161 | \$15,150.00 | \$81.25 | Filed 1.5.08 Dkt No. 20415 | \$12,120.00 | \$3,030.00 | \$12,201.25 |
| 54 th Monthly Application Filed 1.12.09 Dkt No. 20501 | \$9,633.00 | \$98.53 | Filed 2.25.09 Dkt No. 20837 | \$7,706.40 | \$1,926.60 | \$7,804.93 |

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| 55 th Monthly Application Filed 2.25.09 Dkt No. 20838 | \$9,620.00 | \$1,429.03 | Filed 3.20.09 Dkt No. 21057 | \$7,696.00 | \$1,924.00 | \$9,125.02 |
| 19 th Quarterly Application Filed 20884 Dkt No. 3.3.09 | \$34,403.00 | \$1,608.81 | Filed 6.15.09 Dkt No. 22090 | N/A | \$6,880.60 | \$6,880.60 |
| 56 th Monthly Application Filed 2.25.09 Dkt No. 20839 | \$17,324.00 | \$1,776.56 | Filed 21058 Dkt No. 3.20.09 | \$13,859.20 | \$3,464.80 | \$15,635.76 |
| 57 th Monthly Application Filed 5.13.09 Dkt No. 21653 | \$17,780.50 | \$246.50 | Filed 6.4.09 Dkt No. 21988 | \$14,224.40 | \$3,556.10 | \$14,470.90 |
| 58 th Monthly Application Filed 5.13.09 Dkt No. 21654 | \$21,595.00 | \$741.49 | Filed 6.4.09 Dkt No. 21999 | \$17,276.00 | \$4,319.00 | \$18,017.49 |
| 20 th Quarterly Application Filed 5.19.09 Dkt No. 21743 | \$56,699.50 | \$2,764.55 | Filed Dkt No. | N/A | \$11,339.90 | \$11,339.90 |
| 59 th Monthly Application Filed 6.2.09 Dkt No. 21947 | \$15,070.00 | \$416.97 | Filed 6.24.09 Dkt No. 22232 | \$12,056.00 | \$3,014.00 | \$12,472.97 |
| 60 th Monthly Application Filed 6.24.09 Dkt. No. 22233 | \$27,350.00 | \$229.47 | Filed 8.5.09 Dkt No. 22704 | \$21,880.00 | \$5,470.00 | \$22,109.47 |
| 61 st Monthly Application Filed 1.11.2010 Dkt No. 24137 | \$15,040.00 | \$1,771.89 | Filed 2.23.2010 Dkt. No. 24139 | \$12,032.00 | \$3,008.00 | \$13,803.89 |
| 21 st Quarterly Application Filed 1.12.2010 Dkt. No. 24142 | \$42,390.00 | \$2,418.33 | Filed 3.10.2010 Dkt. No. 24431 | | \$11,192.00 | \$11,192.00 |
| 62 nd Monthly Application Filed 10.4.2011 Dkt. No. 27718 | \$22,770.00 | \$819.58 | Filed 11.1.2011 Dkt. No. 27756 | \$18,216.00 | \$4,554.00 | \$19,035.58 |
| 63 rd Monthly Application Filed 10.4.2011 Dkt. No. 27719 | \$37,381.50 | \$485.98 | Filed 11.1.2011 Dkt. No. 27757 | \$29,905.20 | \$7,476.30 | \$30,391.18 |
| 64 th Monthly Application Filed 10.4.2011 Dkt. No. 27720 | \$43,410.00 | 67.00 | Filed 11.1.2011 Dkt. No. 27858 | \$34,728.00 | \$8,682.00 | \$34,795.00 |
| 22 nd Quarterly Application Filed 10.6.2010 Dkt. No. 27725 | \$103,561.50 | \$1,372.56 | Filed 12.6.2011 Dkt. No. 28092 | N/A | \$20,712.30 | \$20,712.30 |

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| 65 th Monthly Application Filed 10.17.2011 Dkt. No. 27763 | \$14,194.00 | \$1,554.06 | Filed 11.9.2011 Dkt. No. 27797 | \$11,355.20 | \$2,838.80 | \$12,909.26 |
| 66 th Monthly Application Filed 10.17.2011 Dkt. No. 27764 | \$9,917.50 | \$1,165.00 | Filed 11.9.2011 Dkt. No. 27798 | \$7,934.00 | \$1,983.50 | \$9,099.00 |
| 67 th Monthly Application Filed 10.17.2011 Dkt. No. 27765 | \$1,447.50 | \$116.00 | Filed 11.9.2011 Dkt. No. 27799 | \$1,158.00 | \$289.50 | \$1,274.00 |
| 23 rd Quarterly Application Filed 10.18.2011 Dkt. No. 27768 | \$25,555.00 | \$2,835.06 | Filed 12.6.2011 Dkt. No. 28093 | N/A | \$5,111.80 | \$5,111.80 |
| 68 th Monthly Application Filed 10.21.2011 Dkt. No. 27798 | \$17,625.00 | \$1,740.23 | Filed 11.16.2011 Dkt. No. 27977 | \$14,100.00 | \$3,525.00 | \$15,843.23 |
| 69 th Monthly Application Filed 10.21.2011 Dkt. No. 27799 | \$3,870.00 | \$7.98 | Filed 11.16.2011 Dkt. No. 27978 | \$3,096.00 | \$774.00 | \$3,103.98 |
| 70 th Monthly Application Filed 10.21.2011 Dkt. No. 27800 | \$5,685.00 | \$148.00 | Filed 11.16.2011 Dkt. No. 27980 | \$4,568.00 | \$1,137.00 | \$4,696.00 |
| 24 th Quarterly Application Filed 10.21.2011 Dkt. No. 27801 | \$27,180.00 | \$1,896.21 | Filed 12.6.2011 Dkt. No. 28094 | N/A | \$5,436.00 | \$5,436.00 |
| 71 st Monthly Application Filed 10.24.2011 Dkt. No. 27814 | \$3,900.00 | \$249.04 | Filed 11.16.2011 Dkt. No. 27981 | \$3,120.00 | \$780.00 | \$3,369.04 |
| 72 nd Monthly Application Filed 10.24.2011 Dkt. No. 27815 | \$2,130.00 | \$0.57 | Filed 11.16.2011 Dkt. No. 27982 | \$1,704.00 | \$426.00 | \$1,704.57 |
| 73 rd Monthly Application Filed 10.24.2011 Dkt. No. 27816 | \$2,340.00 | \$0.00 | Filed 11.16.2011 Dkt. No. 27983 | \$1,872.00 | \$468.00 | \$1,872.00 |
| 25 th Quarterly Application Filed 10.24.2011 Dkt. No. 27821 | \$8,370.00 | \$249.61 | Filed 12.6.2011 Dkt. No. 28095 | N/A | \$1,674.00 | \$1,674.00 |
| 74 th Monthly Application Filed 11.1.2011 Dkt. No. 27859 | \$11,010.00 | \$5.20 | Filed 11.28.2011 Dkt. No. 28028 | \$8,808.00 | \$2,202.00 | \$8,813.20 |
| 75 TH Monthly Application Filed 11.1.2011 Dkt. No. 27860 | \$1,635.00 | \$4.80 | Filed 11.28.2011 Dkt. No. 28029 | \$1,308.00 | \$327.00 | \$1,312.80 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|--|----------------------|--------------------------|------------------------------------|--------------------------------|-------------------------|-------------|
| 76 th Monthly Application Filed 11.1.2011 Dkt. No. 27861 | \$1,335.00 | \$74.30 | Filed 11.28.2011 Dkt. No. 28030 | N/A | \$267.00 | \$1,142.30 |
| 26 th Quarterly Application Filed 11.2.2011 Dkt. No. 27872 | \$13,980.00 | \$84.30 | Filed 12.6.2011 Dkt. No. 28096 | N/A | \$2,796.00 | \$2,796.00 |
| 77 th Monthly Application Filed 11.3.2011 Dkt. No. 27874 | \$1,470.00 | \$54.70 | Filed 11.28.2011 Dkt. No. 28031 | \$1,176.00 | \$294.00 | \$1,230.70 |
| 78 th Monthly Application Filed 11.3.2011 Dkt. No. 27875 | \$975.00 | \$4.50 | Filed 11.28.2011 Dkt. No. 28032 | \$780.00 | \$195.00 | \$784.50 |
| 79 th Monthly Application Filed 11.3.2011 Dkt. No. 27876 | \$3,210.00 | \$0.00 | Filed 11.28.2011 Dkt. No. 28033 | \$2,568.00 | \$642.00 | \$2,568.00 |
| 27 th Quarterly Application Filed 11.3.2011 Dkt. No. 27877 | \$5,655.00 | \$143.50 | Filed 12.6.2011 Dkt. No. 28097 | N/A | \$1,131.00 | \$1,131.00 |
| 80 th Monthly Application Filed 11.9.2011 Dkt. No. 27903 | \$7,058.50 | \$104.16 | Filed 12.2.2011 Dkt. No. 28064 | \$5,646.80 | \$1,411.70 | \$5,750.96 |
| 81 st Monthly Application Filed 11.9.2011 Dkt. No. 27904 | \$10,908.00 | \$28.00 | Filed 12.2.2011 Dkt. No. 28064 | \$8,726.40 | \$2,181.60 | \$8,754.40 |
| 82 nd Monthly Application Filed 11.9.2011 Dkt. No. 27905 | \$8,882.00 | \$89.99 | Filed 12.2.2011 Dkt. No. 28066 | \$7,105.60 | \$1,776.40 | \$7,195.59 |
| 28 th Quarterly Application Filed 11.9.2011 Dkt. No. 27906 | \$26,848.50 | \$222.15 | Filed 12.6.2011 Dkt. No. 28098 | N/A | \$5,369.70 | \$5,369.00 |
| 83 rd Monthly Application Filed 11.10.2011 Dkt. No. 27914 | \$9,572.00 | \$64.71 | Filed 12.2.2011 Dkt. No. 28081 | \$7,657.60 | \$1,914.40 | \$7,722.31 |
| 84 th Monthly Application Filed 11.10.2011 Dkt. No. 27915 | \$12,943.50 | \$135.50 | Filed 12.5.2011 Dkt. No. 28082 | \$10,354.80 | \$2,588.70 | \$10,490.30 |
| 85 th Monthly Application Filed 11.10.2011 Dkt. No. 27916 | \$9,821.50 | \$7.00 | Filed 12.2.2011 Dkt. No. 28083 | \$7,857.20 | \$1,964.30 | \$7,864.20 |
| 29 th Quarterly Application Filed 11.10.2011 Dkt. No. 27917 | \$32,337.00 | \$207.21 | Filed 12.6.2011 Dkt. No. 28099 | N/A | \$6,467.40 | \$5,992.40 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|--|----------------------|--------------------------|------------------------------------|--------------------------------|-------------------------|-------------|
| 86 th Monthly Application Filed 11.11.2011 Dkt. No. 27919 | \$2,376.50 | \$0.90 | Filed 12.2.2011 Dkt. No. 28084 | \$1,901.20 | \$475.30 | \$1,902.10 |
| 87 th Monthly Application Filed 11.11.2011 Dkt. No. 27920 | \$3,710.00 | \$211.86 | Filed 12.2.2011 Dkt. No. 28085 | \$2,968.00 | \$742.00 | \$3,179.86 |
| 88 th Monthly Application Filed 11.11.2011 Dkt. No. 27921 | \$1,297.50 | \$0.00 | Filed 12.2.2011 Dkt. No. 28086 | \$1,038.00 | \$259.50 | \$1,038.00 |
| 30 th Quarterly Application Filed 11.11.2011 Docket No. 27922 | \$7,384.00 | \$212.76 | Filed 12.6.2011 Dkt. No. 28100 | N/A | \$1,476.80 | \$1,476.80 |
| 89 th Monthly Application Filed 11.23.2011 Docket No. 28024 | \$8,280.50 | \$637.41 | Filed 12.14.2011 Dkt. No. 28149 | \$6,624.40 | \$1,656.10 | \$7,261.81 |
| 90 th Monthly Application Filed 12.23.2011 Docket No. 28272 | \$8,342.00 | \$3,833.53 | Filed 1/25/2012 Dkt. No. 28410 | \$6,673.60 | \$1,668.40 | \$10,507.13 |
| 91 st Monthly Application Filed 1.25.2012 Docket No. 28411 | \$4,571.50 | \$3,144.40 | Filed 2.22.2012 Dkt. No. 28559 | \$3,657.20 | \$914.30 | \$6,801.60 |
| 31 st Quarterly Application Filed 2.3.2012 Docket No. 28466 | \$21,194.00 | \$7,615.34 | Filed 3.19.2012 Dkt. No. 28680 | N/A | \$4,238.80 | \$4,238.80 |
| 92 nd Monthly Application Filed 2.24.2012 Docket No. 28572 | \$2,812.50 | \$5.42 | Filed 3.19.2012 Dkt. No. 28681 | \$2,250.00 | \$562.50 | \$2,255.42 |
| 93 rd Monthly Application Filed 3.26.2012 Docket No. 28716 | \$6,983.50 | \$6.50 | Filed 4/18/2012 Dkt. No. 28791 | \$5,586.80 | \$1,396.70 | \$5,593.30 |
| 94 th Monthly Application Filed 4.24.2012 Docket No. 28823 | \$5,426.00 | \$23.55 | Filed 5.22/2012 Dkt. No. 28951 | \$4,340.80 | \$1,085.20 | \$4,364.35 |
| 32 nd Quarterly Application Filed 4.27.2012 Docket No. 28840 | \$15,222.00 | \$3,156.32 | Filed Dkt. No. | N/A | \$3,044.40 | |
| 95 th Monthly Application Filed 5.24.2012 Docket No. 28967 | \$2,635.00 | \$87.02 | Filed 6.18.2012 Dkt. No. 29070 | \$2,108.00 | \$527.00 | \$2,195.02 |
| 96 th Monthly Application Filed 6.25.2012 Docket No. 29105 | \$4,105.50 | \$978.11 | Filed 7.18.2012 Dkt. No. 29295 | \$3,284.40 | \$821.10 | \$4,262.51 |

| Fee Application Filing Date, Docket No. | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | 80% of Fees Paid or To be Paid | Amount of Holdback Fees | Amount Paid |
|---|----------------------|--------------------------|-----------------------------|--------------------------------|-------------------------|-------------|
| 97 th Monthly Application Filed 4.24.2012 Docket No. 29324 | \$4,067.50 | \$826.17 | Filed Dkt. No. | \$3,254.00 | \$813.50 | |

Phillips, Goldman & Spence, P.A. ("PG&S") was retained in this case effective May 24, 2004. This is our Thirty-Third quarterly fee application. The hearing on the Quarterly Fee Application has been scheduled for December 17, 2012 at 9:00 a.m. in Wilmington, Delaware.

The PG&S professionals who rendered professional services in these cases during this Quarterly Fee Period are as follows:

THIRTY-THIRD QUARTERLY COMPENSATION BY PROFESSIONAL

| Name of Professional Person | Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise | Hourly Billing Rate (including changes) | Total Billed Hours | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| John C. Phillips, Jr. | Director/17 years/1974/ litigation/bankruptcy | \$485.00 | 18.40 | \$8,924.00 |
| Aaron C. Baker | Associate/1 year/2011 litigation/bankruptcy | \$305.00 | 0.50 | \$152.50 |
| Celeste A. Hartman | Sr. Paralegal/16 years/20 years prior experience | \$165.00 | 10.30 | \$1,699.50 |
| Danielle N. Gaesser | Legal Assistant/7 years/ N/A | 160.00 | 0.20 ¹ | \$32.00 |
| Grand Total | | | 29.40 | \$10,808.00 |
| Blended Rate: | | | | \$367.62 |

¹ Includes a voluntary reduction of .10 hours for a savings of \$16.00.


THIRTY-THIRD QUARTERLY COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Fees |
|------------------------------------|--------------------|-------------------|
| Case Administration | 0.80 | \$132.00 |
| Fee/Employment Applications | 3.80 | \$856.00 |
| Fee/Employment Applications (PG&S) | 9.10 | \$2,237.50 |
| Plan and Disclosure Statement | 11.80 | \$5,723.00 |
| Litigation | 3.90 | \$1,859.50 |
| Total | 29.40 | \$10,808.00 |

THIRTY-THIRD QUARTERLY EXPENSE SUMMARY

| Expense Category | Service Provider | Total Expenses |
|--------------------------------------|-------------------------|-----------------------|
| In House Reproduction (10¢ per page) | N/A | \$14.70 |
| Postage | N/A | \$1,746.63 |
| On-Line Docket Research | Pacer | \$4.72 |
| Court Call Reimbursement | John C. Phillips, Jr. | \$109.00 |
| Parking Reimbursement for Hearing | John C. Phillips, Jr. | \$16.25 |
| Total | | \$1,891.30 |

PHILLIPS, GOLDMAN & SPENCE, P.A.



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 (302) 655-4200
 (302) 655-4210
*Local Counsel to David T. Austern, PI Future
 Claimants' Representative*

Date: August 3, 2012